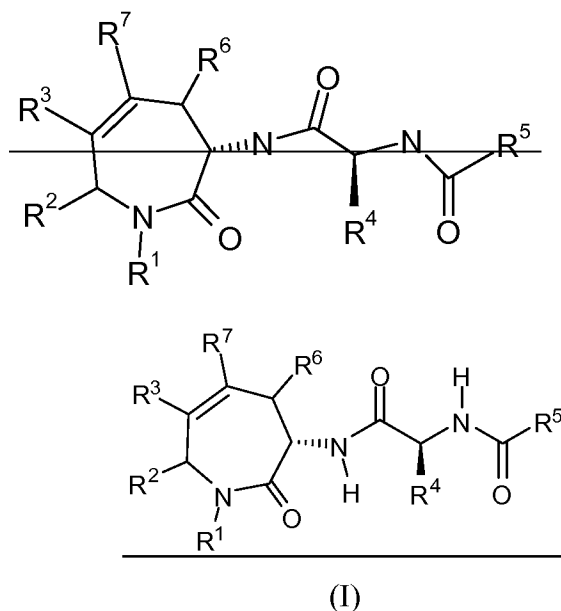


**In the Claims:**

The current status of all claims is listed below and supercedes all previous lists of claims. Please cancel claims 39 to 45. Please also amend claims 1 to 3, 6, 10 to 17, 21 to 25, 32, 33, and 46 to 53 as follows.

1. (currently amended) A compound of formula (I):



wherein:

$R^1$  is selected from H, optionally substituted  $C_{1-3}$ alkylaryl, optionally substituted  $C_{1-3}$ alkylheterocycle, optionally substituted alkyl, optionally substituted  $C_{3-6}$ cycloalkyl,  $C_{2-4}$ alkylNR<sup>a</sup>R<sup>b</sup>, [[or]] and  $C_{1-4}$ alkylCOR<sup>d</sup>, wherein all such optional substitutions are made with 0, 1, 2 or 3 R<sup>e</sup>;

$R^a$  and  $R^b$  are, at each occurrence independently selected from H,  $C_{1-4}$ alkyl [[or]] and  $C_{5-6}$ cycloalkyl, or  $R^a$  and  $R^b$  and the N to which they are attached in combination form a 5 or 6-membered N-linked heterocycle having 2 nitrogen or, 1 nitrogen and 1 oxygen, ring atoms, wherein the non-linked nitrogen is substituted with R<sup>c</sup>;

R<sup>c</sup> is, at each occurrence independently selected from H,  $C_{1-3}$ alkyl, [[or]] and substituted phenyl with 0, 1, 2, or 3 R<sup>e</sup>;

R<sup>d</sup> is, at each occurrence independently selected from  $C_{1-3}$ alkyl,  $C_{1-3}$ alkoxy, [[or]] and

NR<sup>a</sup>R<sup>b</sup>;

R<sup>e</sup> is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, or C<sub>1-6</sub>alkoxy;

R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0, 1, 2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, optionally substituted C<sub>1-3</sub>alkylaryl, optionally substituted C<sub>1-3</sub>alkylheterocycle, optionally substituted C<sub>1-6</sub>alkyl, [[or]] and optionally substituted C<sub>3-6</sub> cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R<sup>e</sup> moieties, with the requirement that one or more of R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are aromatic or heteroaromatic;

R<sup>4</sup> is H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0, 1, 2, or 3 ~~0, 1, 2 or 3~~, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, C<sub>1-6</sub>alkyl, C<sub>3-6</sub> cycloalkyl, or CR<sup>9</sup>R<sup>10</sup>R<sup>11</sup>;

R<sup>5</sup> is -C<sub>1-6</sub>alkyl, -C<sub>1-3</sub>alkylR<sup>12</sup> or CH(OH)R<sup>13</sup>;

R<sup>9</sup>, R<sup>10</sup> and R<sup>11</sup> are, at each occurrence independently selected from H, F, C<sub>1-4</sub>alkyl, OH, OCH<sub>3</sub>, SH, SCH<sub>3</sub>, and CH<sub>2</sub>SCH<sub>3</sub>;

R<sup>12</sup> is phenyl substituted with 0, 1, 2 or 3 R<sup>e</sup>; and

R<sup>13</sup> is C<sub>1-6</sub>alkyl or R<sup>12</sup>;

or a pharmaceutically acceptable salt thereof.

2. (currently amended) A compound of claim 1, wherein:

R<sup>1</sup> is selected from H, [[or]] and optionally substituted alkyl, wherein such optional substitution is made with 0, 1, or 2 substituents selected from C<sub>1-6</sub>cycloalkyl, C<sub>1-6</sub>cycloalkoxy, or phenyl;

R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from H, or optionally substituted 6-membered aromatic, wherein such optional substitution is made with 0, 1, 2, or 3 R<sup>e</sup> moieties, with the requirement that one or more of R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are aromatic;

R<sup>4</sup> is H, or C<sub>1-6</sub>alkyl;

R<sup>5</sup> is -C<sub>1-6</sub>alkyl, or -C<sub>1-3</sub>alkylR<sup>12</sup>;

R<sup>12</sup> is phenyl substituted with 0, 1, 2 or 3 R<sup>e</sup>;

R<sup>e</sup> is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, [[or]] and C<sub>1-6</sub>alkoxy;  
or a pharmaceutically acceptable salt thereof.

3. (currently amended) A compound of claim 1, wherein:

R<sup>1</sup> is selected from H, -C<sub>1-6</sub>alkyl, -(CH<sub>2</sub>)<sub>2</sub>OCH<sub>3</sub>, -CH<sub>2</sub>-phenyl, -CH<sub>2</sub>C<sub>1-6</sub>cycloalkyl;

R<sup>2</sup>, R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are independently selected from H, [[or]] and a substituted phenyl, wherein such substituent is selected from 1, 2, or 3 of the following F, Cl, Br, I or OCH<sub>3</sub>;

R<sup>4</sup> is H, or C<sub>1-6</sub>alkyl;

R<sup>5</sup> is -C<sub>1-6</sub>alkyl, or -C<sub>1-3</sub>alkylR<sup>12</sup> wherein R<sup>12</sup> is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and OCH<sub>3</sub>;  
or a pharmaceutically acceptable salt thereof.

4. (previously presented) A compound of claim 1, wherein:

R<sup>1</sup> is -C<sub>1-3</sub>alkyl or -CH<sub>2</sub>C<sub>1-4</sub>cycloalkyl.

5. (previously presented) A compound of claim 1, wherein:

R<sup>1</sup> is methyl or -CH<sub>2</sub>cyclopropane.

6. (currently amended) A compound of claim 1, wherein:

R<sup>e</sup> is, at each occurrence independently selected from F, Cl, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, [[or]] and C<sub>1-6</sub>alkoxy.

7. (previously presented) A compound of claim 1, wherein:

R<sup>2</sup> is an optionally substituted phenyl, wherein such optional substitution is made with 0, 1, 2, or 3 R<sup>e</sup> moieties.

8. (previously presented) A compound of claim 1, wherein:

$R^3$ ,  $R^6$  and  $R^7$  are H.

9. (previously presented) A compound of claim 1, wherein:

$R^4$  is  $C_{1-6}$ alkyl.

10. (currently amended) A compound of claim 1, wherein:

$R^5$  is  $-C_{1-6}$ alkyl or  $-C_{1-3}$ alkyl $R^{12}$  wherein  $R^{12}$  is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and  $OCH_3$ .

11. (currently amended) A compound of claim 1 selected from:

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*R*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^1$ -[(3*S*,7*S*)-1-(cyclopropylmethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*R*)-1-(cyclopropylmethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*S*)-1-benzyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*R*)-1-benzyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*S*)-1-(2-methoxyethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*R*)-1-(2-methoxyethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*S*)-2-hydroxy-4-methylpentanoyl]- $N^1$ -[(3*S*,7*S*)-1-(2-methoxyethyl)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-leucinamide;

$N^1$ -[(3*R*,7*S*)-1-cyclopentyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-

difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*S*)-1-cyclopentyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*R*,7*S*)-1-isobutyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*S*)-1-isobutyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*S*)-1-(cyclopropylmethyl)-7-(4-fluorophenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*R*,7*S*)-1-(cyclopropylmethyl)-7-(4-fluorophenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide

$N^1$ -[(3*S*,7*S*)-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide (11)

$N^1$ -[(3*R*,7*S*)-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(3,5-difluorophenyl)acetyl]-L-alaninamide;

$N^1$ -[(3*S*,7*S*)-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-2-oxo-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]- $N^2$ -[(2*S*)-2-hydroxy-4-methylpentanoyl]-L-leucinamide;

$N^2$ -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2*R*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*S*)-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*)-1-methyl-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*)-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-6-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenyl-2,3,4,7-

tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-5,7-



diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7S)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-2-oxo-5,7-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

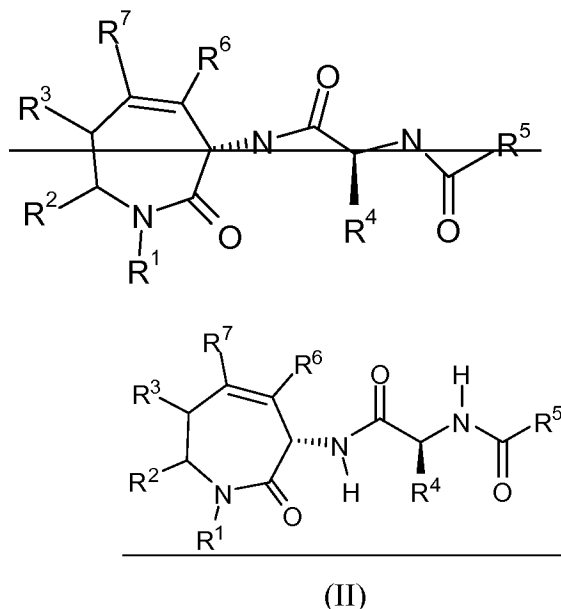
$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide; and

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4,6-diphenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;  
or pharmaceutically acceptable salt thereof.

12. (currently amended) A compound of formula (II):



wherein:

$R^1$  is selected from H, optionally substituted  $C_{1-3}$ alkylaryl, optionally substituted  $C_{1-3}$ alkylheterocycle, optionally substituted alkyl, optionally substituted  $C_{3-6}$ cycloalkyl,  $C_2$ -

$_{4\text{alkyl}}\text{NR}^{\text{a}}\text{R}^{\text{b}}$ , [[or]] and  $\text{C}_{1-4}\text{alkylCOR}^{\text{d}}$ , wherein all such optional substitutions are made with 0, 1, 2 or 3  $\text{R}^{\text{e}}$ ;

$\text{R}^{\text{a}}$  and  $\text{R}^{\text{b}}$  are, at each occurrence independently selected from H,  $\text{C}_{1-4}\text{alkyl}$  [[or]] and  $\text{C}_{5-6}\text{cycloalkyl}$ , or  $\text{R}^{\text{a}}$  and  $\text{R}^{\text{b}}$  and the N to which they are attached in combination form a 5 or 6-membered N-linked heterocycle having 2 nitrogen or, 1 nitrogen and 1 oxygen, ring atoms, wherein the non-linked nitrogen is substituted with  $\text{R}^{\text{c}}$ ;

$\text{R}^{\text{c}}$  is, at each occurrence independently selected from H,  $\text{C}_{1-3}\text{alkyl}$ , [[or]] and substituted phenyl with 0, 1, 2, or 3  $\text{R}^{\text{e}}$ ;

$\text{R}^{\text{d}}$  is, at each occurrence independently selected from  $\text{C}_{1-3}\text{alkyl}$ ,  $\text{C}_{1-3}\text{alkoxy}$ , [[or]] and  $\text{NR}^{\text{a}}\text{R}^{\text{b}}$ ;

$\text{R}^{\text{e}}$  is, at each occurrence independently selected from OH, F, Cl, Br, I, CN,  $\text{NO}_2$ ,  $\text{CF}_3$ ,  $\text{C}_{1-6}\text{alkyl}$ , [[or]] and  $\text{C}_{1-6}\text{alkoxy}$ ;

$\text{R}^2$ ,  $\text{R}^3$ ,  $\text{R}^6$  and  $\text{R}^7$  are independently selected from H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having ~~0,1,2 or 3~~ 0, 1, 2, or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, optionally substituted  $\text{C}_{1-3}\text{alkylaryl}$ , optionally substituted  $\text{C}_{1-3}\text{alkylheterocycle}$ , optionally substituted  $\text{C}_{1-6}\text{alkyl}$ , [[or]] and optionally substituted  $\text{C}_{3-6}\text{ cycloalkyl}$ , wherein all such optional substitutions are made with 0, 1, 2, or 3  $\text{R}^{\text{e}}$  moieties, with the requirement that one or more of  $\text{R}^2$ ,  $\text{R}^3$ ,  $\text{R}^6$  and  $\text{R}^7$  are aromatic or heteroaromatic;

$\text{R}^4$  is H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom,  $\text{C}_{1-6}\text{alkyl}$ ,  $\text{C}_{3-6}\text{ cycloalkyl}$ , or  $\text{CR}^9\text{R}^{10}\text{R}^{11}$ ;

$\text{R}^5$  is  $\text{C}_{1-3}\text{alkylR}^{12}$  or  $\text{CH(OH)R}^{13}$ ;

$\text{R}^9$ ,  $\text{R}^{10}$  and  $\text{R}^{11}$  are, at each occurrence independently selected from H, F,  $\text{C}_{1-4}\text{alkyl}$ , OH,  $\text{OCH}_3$ , SH,  $\text{SCH}_3$ , and  $\text{CH}_2\text{SCH}_3$ ;

$\text{R}^{12}$  is phenyl substituted with 0, 1, 2 or 3  $\text{R}^{\text{e}}$ ;

$\text{R}^{13}$  is  $\text{C}_{1-6}\text{alkyl}$  or  $\text{R}^{12}$ ;

or a pharmaceutically acceptable salt thereof.

13. (currently amended) A compound of claim 12, wherein:

$R^1$  is selected from H, [[or]] and optionally substituted alkyl wherein such optional substitution is made with 0, 1, or 2 substituents selected from  $C_{1-6}$ cycloalkyl,  $C_{1-6}$ cycloalkoxy, [[or]] and phenyl;

$R^2$ ,  $R^3$ ,  $R^6$  and  $R^7$  are independently selected from H, [[or]] and optionally substituted 6-membered aromatic, wherein such optional substitution is made with 0, 1, 2, or 3  $R^e$  moieties, with the requirement that one or more of  $R^2$ ,  $R^3$ ,  $R^6$  and  $R^7$  are aromatic;

$R^4$  is H, or  $C_{1-6}$ alkyl;

$R^5$  is  $C_{1-3}$ alkyl $R^{12}$  or  $C_{1-6}$ alkyl;

$R^{12}$  is phenyl substituted with 0, 1, 2 or 3  $R^e$ ;

$R^e$  is, at each occurrence independently selected from OH, F, Cl, Br, I, CN,  $NO_2$ ,  $CF_3$ ,  $C_{1-6}$ alkyl, or  $C_{1-6}$ alkoxy;

or a pharmaceutically acceptable salt thereof.

14. (currently amended) A compound of claim 12, wherein:

$R^1$  is selected from H,  $-C_{1-6}$ alkyl,  $-(CH_2)_2OCH_3$ ,  $-CH_2$ -phenyl, and  $-CH_2C_{1-6}$ cycloalkyl;

$R^2$ ,  $R^3$ ,  $R^6$  and  $R^7$  are independently selected from H, [[or]] and a substituted phenyl, wherein such substituent is selected from 1, 2, or 3 of the following F, Cl, Br, I [[or]] and  $OCH_3$ ;

$R^4$  is H, or  $C_{1-6}$ alkyl;

$R^5$  is  $-C_{1-6}$ alkyl, or  $-C_{1-3}$ alkyl $R^{12}$  wherein  $R^{12}$  is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and  $OCH_3$ ;

or a pharmaceutically acceptable salt thereof.

15. (currently amended) A compound of claim 12, wherein:

$R^1$  is selected from  $-C_{1-3}$ alkyl, [[or]] and  $-CH_2C_{1-4}$ cycloalkyl.

16. (currently amended) A compound of claim 12, wherein:

$R^1$  is selected from methyl [[or]] and  $-CH_2$ cyclopropane.

17. (currently amended) A compound of claim 12, wherein:  
R<sup>e</sup> is at each occurrence independently selected from F, Cl, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, [[or]] and C<sub>1-6</sub>alkoxy.
18. (original) A compound of claim 12, wherein:  
R<sup>2</sup> is an optionally substituted phenyl, wherein such optional substitution is made with 0, 1, 2, or 3 R<sup>e</sup> moieties.
19. (original) A compound of claim 12, wherein:  
R<sup>3</sup>, R<sup>6</sup> and R<sup>7</sup> are H.
20. (original) A compound of claim 12, wherein:  
R<sup>4</sup> is C<sub>1-6</sub>alkyl.
21. (currently amended) A compound of claim 12, wherein:  
R<sup>5</sup> is -C<sub>1-6</sub>alkyl, -C<sub>1-3</sub>alkylR<sup>12</sup> wherein R<sup>12</sup> is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and OCH<sub>3</sub>.
22. (currently amended) A compound of claim 12 selected from:  
N<sup>2</sup>-[(3,5-difluorophenyl)acetyl]-N<sup>1</sup>-[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;  
N<sup>2</sup>-[(3,5-difluorophenyl)acetyl]-N<sup>1</sup>-[(3S,7S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;  
N<sup>2</sup>-[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]-N<sup>1</sup>-[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;  
N<sup>2</sup>-[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]-N<sup>1</sup>-[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;  
N<sup>2</sup>-[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]-N<sup>1</sup>-[(3S,7S)-2-oxo-7-phenyl-2,3,6,7-

tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7R)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6S)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-2-oxo-7-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6S)-2-oxo-6-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-5-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S)-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

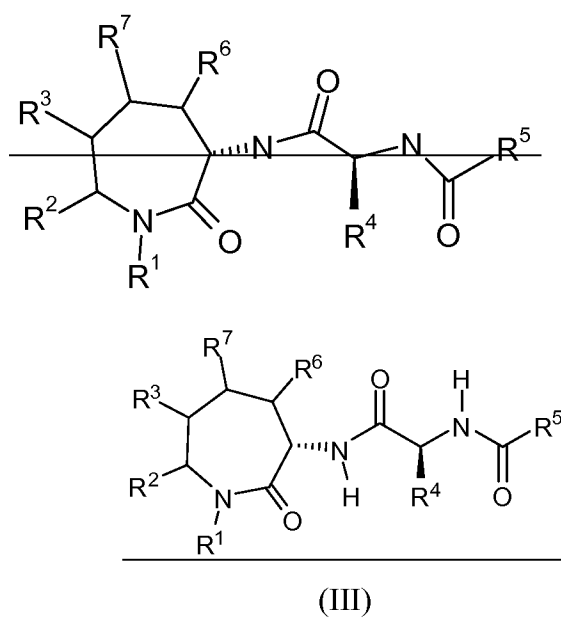
$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-1-methyl-2-oxo-4-phenyl-

2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide; and

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S)-2-oxo-4-phenyl-2,3,6,7-tetrahydro-1H-azepin-3-yl]-L-alaninamide;  
or pharmaceutically acceptable salt thereof.

23. (currently amended) A compound of formula (III):



wherein:

$R^1$  is selected from H, optionally substituted  $C_{1-3}$ alkylaryl, optionally substituted  $C_{1-3}$ alkylheterocycle, optionally substituted alkyl, optionally substituted  $C_{3-6}$ cycloalkyl,  $C_{2-4}$ alkylNR<sup>a</sup>R<sup>b</sup>, [[or]] and  $C_{1-4}$ alkylCOR<sup>d</sup>, wherein all such optional substitutions are made with 0, 1, 2 or 3 R<sup>e</sup>;

$R^a$  and  $R^b$  are, at each occurrence independently selected from H,  $C_{1-4}$ alkyl [[or]] and  $C_{5-6}$ cycloalkyl, or  $R^a$  and  $R^b$  and the N to which they are attached in combination form a 5 or 6-membered N-linked heterocycle having 2 nitrogen or, 1 nitrogen and 1 oxygen, ring atoms, wherein the non-linked nitrogen is substituted with R<sup>c</sup>;

R<sup>c</sup> is, at each occurrence independently selected from H,  $C_{1-3}$ alkyl, [[or]] and



substituted phenyl with 0, 1, 2, or 3 R<sup>e</sup>;

R<sup>d</sup> is, at each occurrence independently selected from C<sub>1-3</sub>alkyl, C<sub>1-3</sub>alkoxy, [[or]] and NR<sup>a</sup>R<sup>b</sup>;

R<sup>e</sup> is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>, C<sub>1-6</sub>alkyl, [[or]] and C<sub>1-6</sub>alkoxy;

R<sup>2</sup>, R<sup>3</sup> and R<sup>7</sup> are independently selected from H, optionally substituted C<sub>1-3</sub>alkylaryl, optionally substituted C<sub>1-3</sub>alkylheterocycle, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, optionally substituted C<sub>1-6</sub>alkyl, [[or]] and optionally substituted C<sub>3-6</sub> cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R<sup>e</sup> moieties, with the requirement that one or more of R<sup>2</sup>, R<sup>3</sup> and R<sup>7</sup> are aromatic or heteroaromatic;

R<sup>6</sup> is independently selected from H, optionally substituted C<sub>1-3</sub>alkylaryl, optionally substituted C<sub>1-3</sub>alkylheterocycle, optionally substituted C<sub>1-6</sub>alkyl, [[or]] and optionally substituted C<sub>3-6</sub> cycloalkyl, wherein all such optional substitutions are made with 0, 1, 2, or 3 R<sup>e</sup> moieties;

R<sup>4</sup> is H, optionally substituted 5- or 6-membered aromatic or heteroaromatic ring, said ring having 0,1,2 or 3, nitrogen, oxygen or sulfur atoms, but not more than 2 oxygen atoms or 2 sulfur atoms or 1 oxygen and 1 sulfur atom, C<sub>1-6</sub>alkyl, C<sub>3-6</sub> cycloalkyl, or CR<sup>9</sup>R<sup>10</sup>R<sup>11</sup>;

R<sup>5</sup> is -C<sub>1-6</sub>alkyl, -C<sub>1-3</sub>alkylR<sup>12</sup> or CH(OH)R<sup>13</sup>;

R<sup>9</sup>, R<sup>10</sup> and R<sup>11</sup> are, at each occurrence independently selected from H, F, C<sub>1-4</sub>alkyl, OH, OCH<sub>3</sub>, SH, SCH<sub>3</sub>, and CH<sub>2</sub>SCH<sub>3</sub>;

R<sup>12</sup> is phenyl substituted with 0, 1, 2 or 3 R<sup>e</sup>;

R<sup>13</sup> is C<sub>1-6</sub>alkyl or R<sup>12</sup>;

or a pharmaceutically acceptable salt thereof.

24. (currently amended) A compound of claim 23, wherein:

R<sup>1</sup> is selected from H, [[or]] and optionally substituted alkyl, wherein such optional substitution is made with 0, 1, or 2 substituents selected from C<sub>1-6</sub>cycloalkyl, C<sub>1-6</sub>cycloalkoxy,

[[or]] and phenyl;

$R^2$ ,  $R^3$ ,  $R^6$  and  $R^7$  are independently selected from H, [[or]] and optionally substituted 6-membered aromatic, wherein such optional substitution is made with 0, 1, 2, or 3  $R^e$  moieties, with the requirement that one or more of  $R^2$ ,  $R^3$ ,  $R^6$  and  $R^7$  are aromatic;

$R^4$  is H, or  $C_{1-6}$ alkyl;

$R^5$  is  $-C_{1-6}$ alkyl or  $-C_{1-3}$ alkyl $R^{12}$ ;

$R^{12}$  is phenyl substituted with 0, 1, 2 or 3  $R^e$ ;

$R^e$  is, at each occurrence independently selected from OH, F, Cl, Br, I, CN, NO<sub>2</sub>, CF<sub>3</sub>,  $C_{1-6}$ alkyl, [[or]] and  $C_{1-6}$ alkoxy;

or a pharmaceutically acceptable salt thereof.

25. (currently amended) A compound of claim 23, wherein:

$R^1$  is selected from H,  $-C_{1-6}$ alkyl,  $-(CH_2)_2OCH_3$ ,  $-CH_2$ -phenyl, [[or]] and  $-CH_2C_{1-6}$ cycloalkyl;

$R^2$ ,  $R^3$ ,  $R^6$  and  $R^7$  are independently selected from H, [[or]] and a substituted phenyl, wherein such substituent is selected from 1, 2, or 3 of the following F, Cl, Br, I [[or]] and OCH<sub>3</sub>;

$R^4$  is H, or  $C_{1-6}$ alkyl;

$R^5$  is  $-C_{1-6}$ alkyl or  $-C_{1-3}$ alkyl $R^{12}$  wherein  $R^{12}$  is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and OCH<sub>3</sub>;

or a pharmaceutically acceptable salt thereof.

26. (previously presented) A compound of claim 23, wherein:

$R^1$  is  $-C_{1-6}$ alkyl or  $-CH_2C_{1-4}$ cycloalkyl.

27. (original) A compound of claim 23, wherein:

$R^1$  is methyl or  $-CH_2$ cyclopropane.

28. (original) A compound of claim 23, wherein:

$R^e$  is, at each occurrence independently selected from F, Cl, CF<sub>3</sub>,  $C_{1-6}$ alkyl, or  $C_{1-6}$ alkoxy;

<sub>6</sub>alkoxy.

29. (original) A compound of claim 23, wherein:

$R^2$  is an optionally substituted phenyl, wherein such optional substitution is made with 0, 1, 2, or 3  $R^e$  moieties.

30. (original) A compound of claim 23, wherein:

$R^3$ ,  $R^6$  and  $R^7$  are H.

31. (original) A compound of claim 23, wherein:

$R^4$  is  $C_{1-6}$ alkyl.

32. (currently amended) A compound of claim 23, wherein:

$R^5$  is  $-C_{1-6}$ alkyl or  $-C_{1-3}$ alkyl $R^{12}$  wherein  $R^{12}$  is a substituted phenyl, wherein such substituent is selected from 1, 2 or 3 of the following F, Cl, Br, I [[or]] and  $OCH_3$ .

33. (currently amended) A compound of claim 23 selected from:

$N^2$ -(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*S*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*R*,7*S*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*R*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide (~~3~~);

$N^2$ -(3,5-difluorophenyl)acetyl]- $N^1$ -[(3*S*,7*R*)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -(2*S*)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3*S*,7*R*)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7R)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,7S)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-1-methyl-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,7S)-2-oxo-7-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

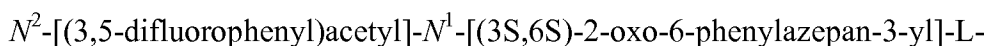
$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

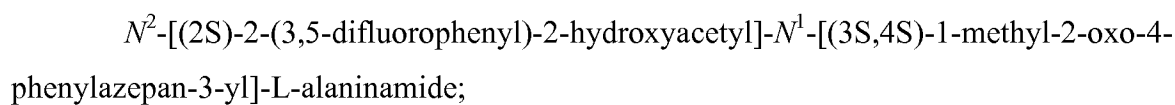
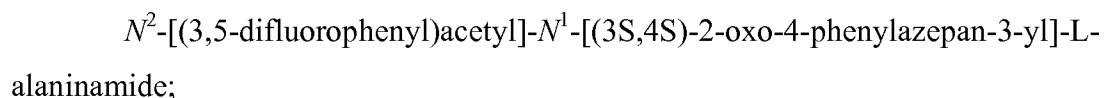
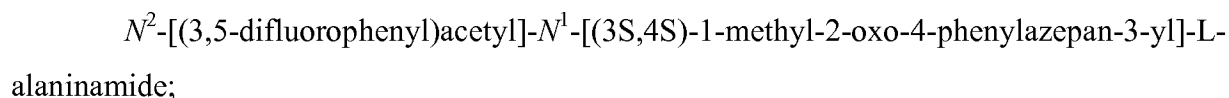
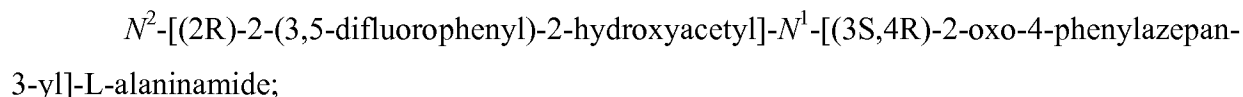
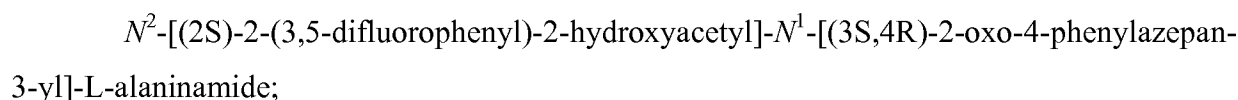
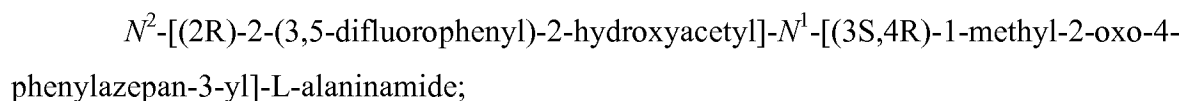
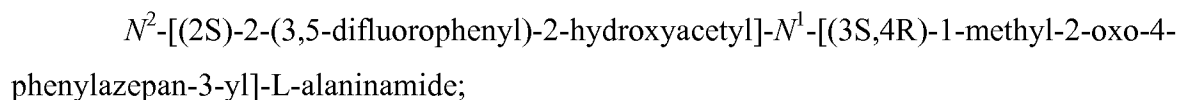
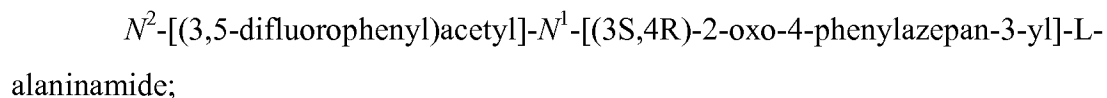
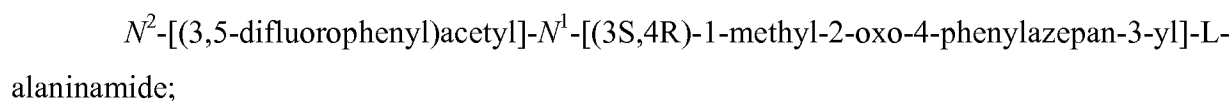
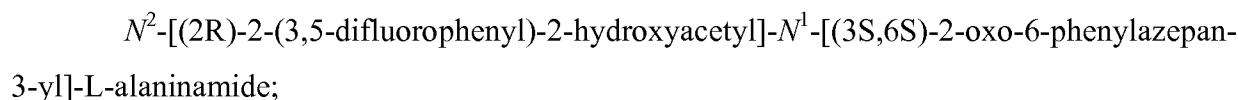
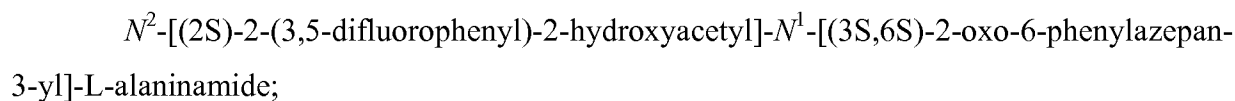
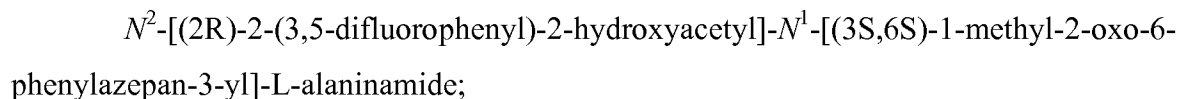
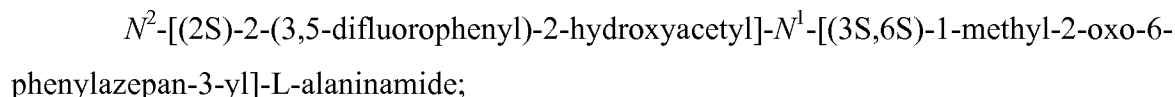
$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,6R)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,6S)-1-methyl-2-oxo-6-phenylazepan-3-yl]-L-

alaninamide;



alaninamide;



$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-1-methyl-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S)-2-oxo-4-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,7S)-2-oxo-4,7-

diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-1-methyl-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,7R)-2-oxo-4,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4S,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,6S)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4S,6S)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,6R)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,4R,6R)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6R)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6R)-1-methyl-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6R)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,4R,6R)-2-oxo-4,6-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R,7S)-2-oxo-5,7-



diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$  - [(3S,5R,7S)-2-oxo-5,7-

diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(3,5-difluorophenyl)acetyl]- $N^1$  - [(3S,5S,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(3,5-difluorophenyl)acetyl]- $N^1$  - [(3S,5S,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$  - [(3S,5S,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$  - [(3S,5S,7S)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$  - [(3S,5S,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$  - [(3S,5S,7S)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(3,5-difluorophenyl)acetyl]- $N^1$  - [(3S,5R,7R)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(3,5-difluorophenyl)acetyl]- $N^1$  - [(3S,5R,7R)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$  - [(3S,5R,7R)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$  - [(3S,5R,7R)-1-methyl-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$  - [(3S,5R,7R)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$  - [(3S,5R,7R)-2-oxo-5,7-diphenylazepan-3-yl]-L-alaninamide;

$N^2$  - [(3,5-difluorophenyl)acetyl]- $N^1$  - [(3S,5S)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5S)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5S)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(3,5-difluorophenyl)acetyl]- $N^1$ -[(3S,5R)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R)-1-methyl-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

$N^2$ -[(2S)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide; and

$N^2$ -[(2R)-2-(3,5-difluorophenyl)-2-hydroxyacetyl]- $N^1$ -[(3S,5R)-2-oxo-5-phenylazepan-3-yl]-L-alaninamide;

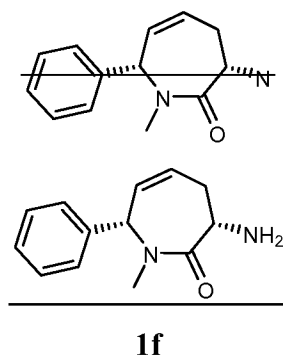
or pharmaceutically acceptable salt thereof.

34.-45. (canceled).

46. (Currently Amended) A method for inhibiting  $\gamma$ -secretase activity comprising ~~administering to a host a therapeutically effective amount of~~ mixing a compound of claim 1 with  $\gamma$ -secretase under conditions such that  $\gamma$ -secretase activity is inhibited.

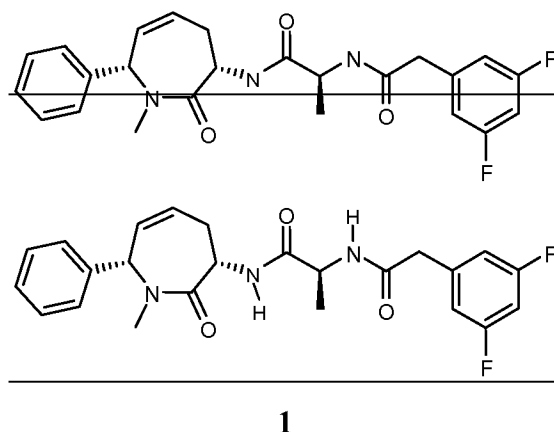
47. (currently amended) A pharmaceutical composition comprising a compound of claim 1 or a pharmaceutically acceptable salt ~~or *in vivo* hydrolysable ester~~ thereof, together with at least one pharmaceutically acceptable carrier, diluent or excipient.

48. (currently amended) A process for preparing a compound of formula 1f

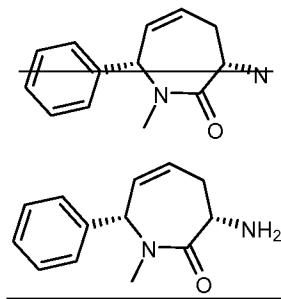


comprising reacting tert-butyl[(3S,7S)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1H-azepin-3-yl]carbamate with trifluoroacetic acid.

49. (currently amended) A process for preparing a compound of formula 1

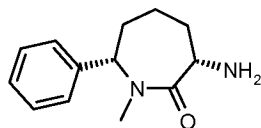


comprising reacting a compound of formula 1f

**1f**

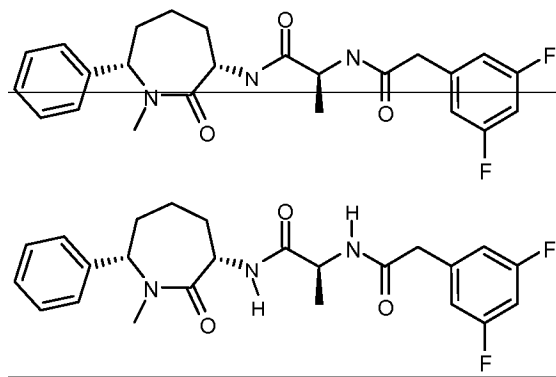
and *N*-[(3,5-difluorophenyl)acetyl]-L-alanine with HOBt-hydrate, and *N*-methyl morpholine.

50. (currently amended) A process for preparing a compound of formula 2e

**2e**

comprising reacting benzyl [(3*S*,7*S*)-1-methyl-2-oxo-7-phenyl-2,3,4,7-tetrahydro-1*H*-azepin-3-yl]carbamate with H<sub>2</sub> and Pearlman's Catalyst in ~~ETOH~~ ethanol.

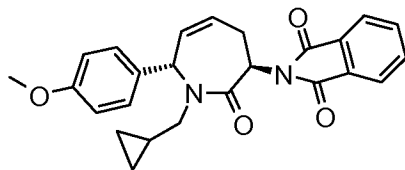
51. (currently amended) A process for preparing a compound of formula 2

**2**

comprising reacting (3*S*,7*S*)-3-amino-1-methyl-7-phenylazepan-2-one and *N*-[(3,5-difluorophenyl)acetyl]-L-alanine with HOBt-hydrate, EDAC.HCl and *N*-methyl morpholine.

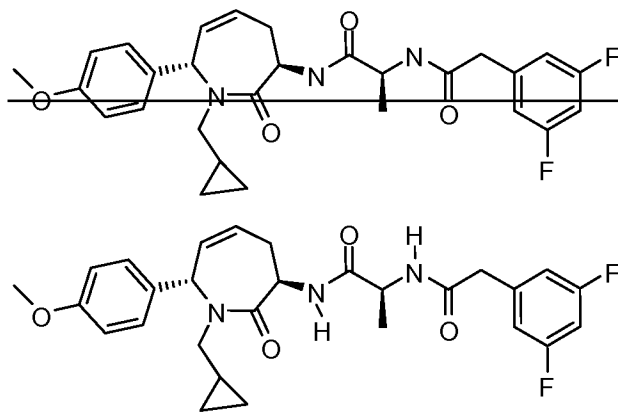
52. (currently amended) A process for preparing (3*R*,7*S*)-3-amino-1-(cyclopropylmethyl)-

7-(4-methoxyphenyl)-1,3,4,7-tetrahydro-2H-azepin-2-one comprising reacting a compound of formula 11d

**11d**

with  $\text{H}_2\text{NNH}_2$  in ~~MeOH~~ methanol.

53. (currently amended) A process for preparing a compound of formula 11A

**11A**

comprising reacting (3R,7S)-3-amino-1-(cyclopropylmethyl)-7-(4-methoxyphenyl)-1,3,4,7-tetrahydro-2H-azepin-2-one and *N*-[(3,5-difluorophenyl)acetyl]-L-alanine with with HOBt-hydrate, EDAC.HCl and N-methyl morpholine.